

0100304021

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 11, 1994

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 18891  
JUL 11 1994 - 10 55 AM  
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two executed copies of a Memorandum of Lease Agreement, dated as of June 30, 1994, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: ABB Credit AB  
Nybrokajen 15  
S-111 48 Stockholm  
Sweden

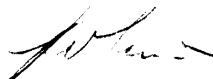
Lessee: Southeastern Pennsylvania Transportation Authority  
714 Market Street  
Philadelphia, Pennsylvania 19106

A description of the railroad equipment covered by the enclosed document is set forth on Schedule A attached to the Memorandum.

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

*Counterparts -*

**Interstate Commerce Commission**  
Washington, D.C. 20423

7/11/94

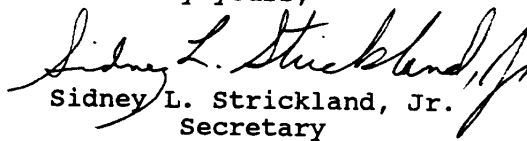
OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW  
Ste. 200  
Washington, DC 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/11/94 at 10:55AM , and assigned recordation number(s). 18891.

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

JUL 11 1994 10 55 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 30, 1994 between ABB CREDIT AB, a corporation organized and existing under the laws of the Kingdom of Sweden ("Lessor"), and SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY, an agency and instrumentality of the Commonwealth of Pennsylvania ("Lessee").

W I T N E S S E T H :

1. Pursuant to the Agreement [1994-A] dated as of June 30, 1994 (the "Lease"), and a Lease Supplement dated as of June 30, 1994, Lessor has leased unto Lessee certain N-5 High Speed Line Cars, bearing serial numbers as set forth on Schedule A attached hereto and incorporated herein (the "Equipment").

2. The Lease has taken effect for a lease term commencing on January 15, 1995 or, if such date is not a Banking Day, then the next succeeding Banking Day, and ending no later than January 15, 2013 or, if such date is not a Banking Day, then the next succeeding Banking Day.

3. Pursuant to the Lease, Lessee has a right of first refusal to purchase the Equipment upon the terms and conditions set forth in the Lease.

4. The names, addresses and telephone numbers of the Lessor and Lessee are as follows:

Lessor: ABB Credit AB  
Nybrokajen 15  
S-111 48 STOCKHOLM  
Sweden  
Attention: Vice President - Administration  
Telephone No.: 46-8-7232800  
Telex No.: 13391 SIRIUS S  
Facsimile No.: 46-8-215541

To Lessee:

Southeastern Pennsylvania  
Transportation Authority  
714 Market Street  
Philadelphia, PA 19106  
Attention: Treasurer  
Telephone No.: 215-580-7321  
Facsimile No.: 215-580-7078

IN WITNESS WHEREOF, the parties hereto have duly  
executed this Memorandum of Lease as of the day and year first  
written above.

SOUTHEASTERN PENNSYLVANIA  
TRANSPORTATION AUTHORITY

By: KW  
Name: Kurt Weidenhammer  
Title: Assistant Treasurer

ABB CREDIT AB

By: JB  
Name: John Berg  
Title: Executive Vice President

By: TE  
Name: Thomas Wrangdahl  
Title: Senior Vice President

CORPORATE ACKNOWLEDGEMENT

(Pursuant to 49 C.F.R. 1177.3)

KINGDOM OF SWEDEN :  
: ss.  
STOCKHOLM :

On this 30th day of June, 1994, before me personally appeared Kurt Weidenhammer, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of SOUTHEASTERN PENNSYLVANIA TRANSPORTATION AUTHORITY, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

JUN HO SON  
NOTARY PUBLIC, State of New York  
No. 31-5001333  
Qualified in New York County  
Commission Expires September 8, 1994

(Pursuant to 49 C.F.R. 1177.3)

On this 30th day of June, 1994, before me personally appeared John Berg and Thomas Wrangdahl, to me personally known, who being by me duly sworn, says that they are the Executive Vice President and Senior Vice President, respectively, of ABB CREDIT AB, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

**JUN HO GON**  
**NOTARY PUBLIC, State of New York**  
**No. 31-5661333**  
**Qualified in New York County**  
**Commission Expires September 8, 1994**

SCHEDULE A

DESCRIPTION OF THE ITEMS OF EQUIPMENT

Twenty-six (26) N-5 high speed line cars bearing the body serial numbers and car numbers listed below:

	<u>Body Serial Number</u>	<u>Car Number</u>
1.	2109	130
2.	2110	131
3.	2111	132
4.	2112	133
5.	2113	134
6.	2114	135
7.	2115	136
8.	2116	137
9.	2117	138
10.	2118	139
11.	2119	140
12.	2120	141
13.	2121	142
14.	2122	143
15.	2123	144
16.	2124	145
17.	2125	146
18.	2126	147
19.	2127	148
20.	2128	149
21.	2129	150
22.	2130	151
23.	2131	152
24.	2132	153
25.	2133	154
26.	2134	155